

RECORDATION NO. 17121-RER FILED

JAN 13 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

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January 13, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Re: GATC Trust No. 90-2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 20 (GATC Trust No. 90-2), dated as of December 27, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust No. 90-2) and other documents associated therewith previously filed with the Commission and the Board under Recordation Number 17121.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company (not in its individual capacity, but solely as Trustee)  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Lessee: GATX Corporation (successor by merger to GATX Financial Corporation)  
500 Monroe Street  
Chicago, IL 60661

Section Chief  
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A description of the railroad equipment covered by the enclosed document is:

23 railcars ADDED within the series CGLX 414 - CGLX 439 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Lease Supplement No. 20 (GATC Trust No. 90-2).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 13 '11 -10 30 AM

**LEASE SUPPLEMENT NO. 20  
(GATC Trust No 90-2)****SURFACE TRANSPORTATION BOARD**

This Lease Supplement No. 20, dated as of December 27, 2010 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (GATC Trust No. 90-2) ("Lessor"), and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware corporation, successor by merger to General American Transportation Corporation, a New York corporation ("Lessee");

**WITNESSETH:**

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease (GATC Trust No. 90-2) dated as of December 14, 1990 (the "Lease") The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Items of Equipment to be leased to the Lessee in substitution for damaged or destroyed Items of Equipment previously leased to Lessee.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 11.4 of the Lease, the Lessor and the Lessee hereby agree as follows:

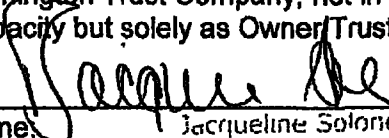
- 1 Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Items of Equipment described in Schedule 1 hereto
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
- 3 Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement No. 20 may refer to the "Equipment Lease dated as of December 14, 1990" or the "Lease dated as of December 14, 1990" without making specific reference to this Lease Supplement No. 20, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require
4. This Lease Supplement shall be construed in accordance with the laws and decisions of the State of New York, without regard to principles of conflicts of law *provided, however*, that the parties shall be entitled to all rights

conferred by any applicable Federal statute, rule or regulation.


5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement No. 20 to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company, not in its individual capacity but solely as Owner/Trustee

By:   
Name: Jacqueline Solone  
Title: Financial Services Officer

GATX Corporation

By:   
Name: William M. Muckian  
Title: Senior Vice President, Controller & Chief Accounting Officer

State of Delaware )  
 ) SS  
County of New Castle )

On this 30 day of Dec 2010, before me personally appeared Jacqueline Soure to me personally known, who being by me duly sworn, say that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *Vernessa E. Robinson*

[Notarial Seal]

My commission expires Oct 26, 2014  
VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2014



State of Illinois )  
 ) SS  
County of Cook )

On this 28<sup>th</sup> day of December 2010, before me personally appeared William M. Muckian, to me personally known, who being by me duly sworn, say that he is Senior Vice President & Controller of GATX Corporation, successor by merger to GATX Financial Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *Patricia Lodge*

[Notarial Seal]

My commission expires



# **SCHEDULE 1**

<b>Car Type</b>	<b>DOT Classification</b>	<b>Car Marking</b>
C711	Covered Hopper	CGLX000414
C711	Covered Hopper	CGLX000415
C711	Covered Hopper	CGLX000416
C711	Covered Hopper	CGLX000417
C711	Covered Hopper	CGLX000418
C711	Covered Hopper	CGLX000419
C711	Covered Hopper	CGLX000420
C711	Covered Hopper	CGLX000421
C711	Covered Hopper	CGLX000423
C711	Covered Hopper	CGLX000424
C711	Covered Hopper	CGLX000425
C711	Covered Hopper	CGLX000426
C711	Covered Hopper	CGLX000427
C711	Covered Hopper	CGLX000428
C711	Covered Hopper	CGLX000429
C711	Covered Hopper	CGLX000430
C711	Covered Hopper	CGLX000431
C711	Covered Hopper	CGLX000432
C711	Covered Hopper	CGLX000434
C711	Covered Hopper	CGLX000435
C711	Covered Hopper	CGLX000436
C711	Covered Hopper	CGLX000438
C711	Covered Hopper	CGLX000439

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/13/11



Robert W. Alvord